

UNITED STATES DISTRICT COURT

MIDDLE DISTRICT OF TENNESSEE

NIKKI BOLLINGER GRAE, Individually)
and on Behalf of All Others Similarly)
Situating,)

Plaintiff,)

v.)

CORRECTIONS CORPORATION OF)
AMERICA, DAMON T. HININGER,)
DAVID M. GARFINKLE, TODD J.)
MULLENGER, and HARLEY G. LAPPIN)

Defendants.)

Case No. 3:16-cv-02267

Judge Aleta A. Trauger

**DECLARATION OF MILTON S. MCGEE, III IN SUPPORT OF DEFENDANTS'
OPPOSITION TO PLAINTIFF'S MOTION FOR CLASS CERTIFICATION,
APPOINTMENT OF CLASS REPRESENTATIVE, AND APPOINTMENT OF CLASS
COUNSEL**

I, Milton S. McGee, III, declare as follows:

1. I am over 18 years of age and am competent to testify as to the matters stated in this Declaration. I am a member of good standing of the Tennessee bar and am admitted to practice in this Court. I am a member of the law firm of Riley Warnock & Jacobson, PLC and counsel for Defendants CoreCivic (“CC” or the “Company”), Damon T. Hininger, David M. Garfinkle, Todd J. Mullenger, and Harley G. Lappin (collectively, “Defendants”). I hereby submit this Declaration in support of Defendants’ Opposition to Plaintiff’s Motion for Class Certification. I have personal knowledge of the facts set forth within.

2. Attached as Exhibits 1 through 25 to this Declaration are true and correct copies of the following documents.

- **Exhibit 1:** August 2016, Office of the Inspector General’s “Review of the Federal Bureau of Prisons’ Monitoring of Contract Prisons.”
- **Exhibit 2:** August 18, 2016, Memorandum from Sally Q. Yates re: “Reducing of Use of Private Prisons” to the Acting Director, Federal Bureau of Prisons.
- **Exhibit 3:** July 16, 2018, Expert Report of Lucy P. Allen.
- **Exhibit 4:** August 23, 2016 CANACCORD Genuity analyst report entitled, “Private prisons aren’t going anywhere, but risks could continue to weigh on stocks.”
- **Exhibit 5:** September 1, 2016 SunTrust Robinson Humphrey analyst report entitled, “CXW, GEO – Lowering Estimates & PTs Amid Political Shift.”
- **Exhibit 6:** Excerpts from the July 12, 2018 deposition of Plaintiff’s Market Efficiency Expert Steven P. Feinstein, Ph.D.
- **Exhibit 7:** May 5, 2016 Wells Fargo Securities Equity Research entitled, “Corrections Corporation of America.”
- **Exhibit 8:** May 5, 2016 Macquarie Research analyst report entitled, “Corrections Corp of America: New contract adds runway to H216 EPS.”
- **Exhibit 9:** May 5, 2016 CANACCORD Genuity analyst report entitled, “1Q review: strong print as occupancy gains, diversification drive value; reiterate HOLD.”

- **Exhibit 10:** May 5, 2016 SunTrust Robinson Humphrey analyst report entitled, “Steady Performance in 1Q; Future Real Estate Transactions Promising?”
- **Exhibit 11:** May 6, 2016 Wells Fargo Securities Equity Research Flash Comment entitled, “CXW: Oklahoma Dept. of Corrections Leases Company’s North Fork Facility.
- **Exhibit 12:** Excerpts from CC’s February 27, 2012, Form 10-K for the fiscal year ended December 31, 2011 (for the Court’s convenience Defendants have highlighted the passages relevant to the pending Opposition to Plaintiff’s Motion for Class Certification).¹
- **Exhibit 13:** Excerpts from CC’s March 7, 2006, Form 10-K for the fiscal year ended December 31, 2005 (for the Court’s convenience Defendants have highlighted the passages relevant to the pending Opposition to Plaintiff’s Motion for Class Certification).
- **Exhibit 14:** Excerpts from CC’s February 27, 2007, Form 10-K for the fiscal year ended December 31, 2006 (for the Court’s convenience Defendants have highlighted the passages relevant to the pending Opposition to Plaintiff’s Motion for Class Certification.)
- **Exhibit 15:** Excerpts from CC’s February 27, 2008, Form 10-K for the fiscal year ended December 31, 2007 (for the Court’s convenience Defendants have highlighted the passages relevant to the pending Opposition to Plaintiff’s Motion for Class Certification.)
- **Exhibit 16:** Excerpts from CC’s February 25, 2009, Form 10-K for the fiscal year ended December 31, 2008 (for the Court’s convenience Defendants have highlighted the passages relevant to the pending Opposition to Plaintiff’s Motion for Class Certification.)
- **Exhibit 17:** Excerpts from CC’s February 24, 2010, Form 10-K for the fiscal year ended December 31, 2009 (for the Court’s convenience Defendants have highlighted the passages relevant to the pending Opposition to Plaintiff’s Motion for Class Certification.)
- **Exhibit 18:** Excerpts from CC’s February 25, 2011, Form 10-K for the fiscal year ended December 31, 2010 (for the Court’s convenience Defendants have highlighted the passages relevant to the pending Opposition to Plaintiff’s Motion for Class Certification.)

¹ Full versions of Exhibits 12-23 are available upon request and accessible online at <https://www.sec.gov/cgi-bin/browse-edgar?company=corecivic&owner=exclude&action=getcompany>.

- **Exhibit 19:** Excerpts from CC's February 25, 2016, Form 10-K for the fiscal year ended December 31, 2015 (for the Court's convenience Defendants have highlighted the passages relevant to the pending Opposition to Plaintiff's Motion for Class Certification.)
- **Exhibit 20:** Excerpts from CC's November 4, 2011, Form 10-Q for the period ended September 30, 2011 (for the Court's convenience Defendants have highlighted the passages relevant to the pending Opposition to Plaintiff's Motion for Class Certification.)
- **Exhibit 21:** Excerpts from CC's May 7, 2012, Form 10-Q for the period ended March 31, 2012 (for the Court's convenience Defendants have highlighted the passages relevant to the pending Opposition to Plaintiff's Motion for Class Certification.)
- **Exhibit 22:** Excerpts from CC's May 9, 2013, Form 10-Q for the period ended March 31, 2013 (for the Court's convenience Defendants have highlighted the passages relevant to the pending Opposition to Plaintiff's Motion for Class Certification.)
- **Exhibit 23:** Excerpts from CC's May 8, 2014, Form 10-Q for the period ended March 31, 2014 (for the Court's convenience Defendants have highlighted the passages relevant to the pending Opposition to Plaintiff's Motion for Class Certification.)
- **Exhibit 24:** January 13, 2017, CANACCORD Genuity analyst report entitled, "2017 Private Prison Outlook and Primer: An Attractive Investment Opportunity."

3. Pursuant to 26 U.S.C. §1746, I declare, under penalty of perjury, that the foregoing is true and correct to the best of my knowledge.

Executed on July 16, 2018 in Nashville, Tennessee.

/s/ Milton S. McGee III

Milton S. McGee, III

CERTIFICATE OF SERVICE

I hereby certify that service of the foregoing document was made upon the following Filing Users through the Electronic Filing System:

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this 16th day of July, 2017.

/s/ Steven A. Riley